

FILED EFFECTIVE

2005 JUL 12 PM 1:04

SECRETARY OF STATE
STATE OF IDAHO

RESTATED ARTICLES OF INCORPORATION

OF

COOPERATIVE SUPPLY, INC.

COEUR D'ALENE, IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming an association under and pursuant to the provisions of the Idaho Code, Chapter 26 Title 22, known as the Cooperative Marketing Act, Chapter 3, Title 30 known as the Idaho Non-profit Corporation Act and all acts amendatory thereof or supplemental thereto, and to that end do hereby adopt and restate the following Articles of Incorporation:

ARTICLE I

NAME AND PLACE

Section 1. The name of this association shall be:

"COOPERATIVE SUPPLY, INC."

and the principal place of transacting the business of this association shall be in Coeur d'Alene, Kootenai County, State of Idaho.

ARTICLE II

OBJECTS AND PLAN

Section 1. This association is organized not for profit as such, but for the purpose of engaging in any activity in connection with the production, marketing or selling of the agricultural products of its members, or with the harvesting, preserving, drying, processing, canning, packing, storing, handling, shipping or utilization thereof, or the manufacturing or marketing of the by-products thereof, or in connection with the purchasing, manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in the financing of the above enumerated activities; or in any one or more of the activities specified herein.

Section 2. The general nature of its business shall be to buy for its members and patrons, gasoline, oils, tractors, farm machinery, automobile supplies and accessories, tires, batteries, twine, flour, feed and other merchandise used on the farm and in the homes of members and patrons, and to market, manufacture or process any and all of the products of the farm.

C18329

Section 3. The corporation shall be authorized to exercise all powers permitted under the Cooperative Marketing Associations Act, Title 22, Chapter 26 of the Idaho Code, and the Idaho Non-Profit Corporation Act, Title 30, Chapter 3 of the Idaho Code.

ARTICLE III

CAPITAL STOCK

Section 1. The amount of the authorized capital stock of this corporation shall be Two Million and No/100 Dollars (\$2,000,000.00) which shall consist of Ten Thousand (10,000) shares of Common Stock of the par value of Ten and No/100 Dollars (\$10.00) each; One Hundred Eighty-Six Thousand (186,000) shares of Preferred Stock of the par value of Ten and No/100 Dollars (\$10.00) accumulative; and Four Thousand (4,000) shares of Preferred Stock A of the par value of Ten and No/100 Dollars (\$10.00) each.

Section 2. Common Stock not to exceed one share shall be issued to and held only by agricultural producers or cooperative associations composed of agricultural producers. Common Stockholders shall be the only members of the association, and they only shall be entitled to vote in the affairs of the association. A common stockholder shall not be entitled to more than one vote, which shall be cast in person, by mail as provided by law, or by proxy as provided for in the bylaws of the corporation. Any cooperative association which is a common stockholder shall have the power, by its board or directors or its stockholders, to elect or appoint any person to represent it at any meeting of the stockholders. No dividends (interest) shall be paid on the Common Stock.

Section 3. Preferred Stock and Preferred Stock A may be issued to any person, association or corporation, but neither class of Preferred Stock shall have any voting power or rights nor participate in the management of the affairs of the association. No interest or dividends, shall be paid on the Preferred Stock of the association, except that dividends (interest) not exceeding five percent (5%) per annum may be paid upon Preferred Stock A if and when declared from savings. Dividends shall not be cumulative. In case of dissolution or liquidation of the association, the owners of Preferred Stock A shall be entitled and limited to receive the par value of their stock, plus any accrued and unpaid dividends thereon, before any payment or distribution is made to holders of other classes of Stock.

Section 4. The outstanding Preferred Stock A of the association may be retired in whole or part by the association at any time as determined by the board of directors upon paying to its holders the par value thereof and any accrued and unpaid dividends thereon upon surrender of the certificates evidencing such shares, and the association may select which particular shares of Preferred Stock A it will so retire. The outstanding Common Stock and Preferred Stock of the association may be retired in whole or in part at any time, as determined by the board of directors in accordance with the provisions of the Bylaws.

Section 5. No stockholder shall be liable upon capital stock owned by him except for the amount remaining unpaid on his subscription therefor.

Section 6. Transfers of stock shall only be made with the approval of the board of directors and shall only be made upon the books of the corporation by the stockholders in person or by power of attorney duly executed and acknowledged and filed with the secretary of the association, and on surrender of the certificate of such share; and no transfer of stock shall be made unless and until any and all indebtedness arising to the corporation by the stockholder has been paid in full. The association shall have a first lien on the capital stock of the association for any debt due it by the holder thereof.

Section 7. The net income (Total Annual Net Savings) in excess of dividends and additions to reserves shall be distributed on the basis of patronage, and the records of the association may show the interest of patrons, stockholders of any classes, and members in the reserves as more fully provided in the Bylaws.

Section 8. Upon dissolution, the assets of the association shall be distributed as follows:

- (1) To pay the cost of dissolution.
- (2) To pay any liabilities.
- (3) To pay the par value of the outstanding Preferred Stock A.
- (4) To pay the par value of the outstanding Preferred and Common Stock.
- (5) To pay the allocated Statutory Capital Reserve.
- (6) Any amount remaining shall be distributed to patrons and members of the association on the patronage basis.

ARTICLE IV

MISCELLANEOUS

Section 1. The fiscal year of this corporation shall commence on the first day of October and end on the last day of September of each year.

Section 2. The period of duration of this corporation shall be perpetual.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The management of this corporation shall be vested in a board of five (5) directors, who shall be elected by and from the common stockholders at the annual meeting to be held at the principal place of business of the company, or other place as the Board may designate, and shall be held within 180 days of the end of the corporation's fiscal year. All vacancies in the board of directors shall be filled by the board until the next annual meeting.

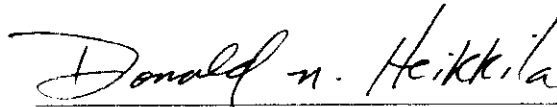
Section 2. The board of directors shall, at their first meeting following the annual meeting of the stockholders each year, elect from among its members, to hold office for the period of one (1) year or until their successors are elected and qualified. The board of directors may employ a general manager with executive powers and provide for other help, under such contract of employment as they may deem advisable.

ARTICLE VI

AMENDMENTS

Section 1. The Articles of Incorporation may be altered or amended in any respect, including increases or decreases in capital stock, at any regular meeting or at any special meeting called for that purpose. An amendment must first be approved by two thirds of the directors and then adopted by the affirmative vote of two thirds of the members or stockholders of the association present at such meeting and entitled to vote, and provided that a quorum as specified in the Bylaws of the association be present.

Amended and Restated Articles of Incorporation
adopted by the Members on March 26, 2005



Don Heikkila, Secretary

"Section 1. The management of this corporation shall be vested in a board of five (5) directors, who shall be elected by and from the common stockholders at the annual meeting to be held at the principal place of business of the company, or other place as the Board may designate, and shall be held within 180 days of the end of the corporation's fiscal year. All vacancies in the board of directors shall be filled by the board until the next annual meeting."

6. That Article V, Section 3 be deleted in its entirety.


7. That Article VI be deleted in its entirety.


8. That Article VII, Section 1 be amended to read as follows and said Article hereafter be designated as Article VI:

"Section 1. The Articles of Incorporation may be altered or amended in any respect, including increases or decreases in capital stock, at any regular meeting or at any special meeting called for that purpose. An amendment must first be approved by two thirds of the directors and then adopted by the affirmative vote of two thirds of the members or stockholders of the association present at such meeting and entitled to vote, and provided that a quorum as specified in the Bylaws of the association be present."

In addition, the Restated Articles of Incorporation were adopted by the Directors on the 28th day of February 2005, and by the Members on the 26th Day of March, 2005. A true and correct copy of the Restated Articles of Incorporation are attached hereto as Appendix "A" and incorporated by this reference.

IN WITNESS WHEREOF, the undersigned, officers of the corporation have hereunto set their respective hand this 29th day of April, 2005.


Don Beck, President


Don Heikkila, Secretary